

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

REGISTRATION NO. 11951-E  
FILED 11-50 AM

DEC 26 1995

INTERSTATE COMMERCE COMMISSION  
OF COUNSEL  
URBAN A. LESTER

December 22, 1995

0100902026

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three copies of a Bill of Sale, dated as of December 20, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the equipment covered in the primary and secondary documents which was duly filed with the Commission under Recordation Number 11951.

The names and addresses of the party to the enclosed document are:

Seller: Chemical Bank  
270 Park Avenue  
New York, New York 10017

Purchaser: Banc Boston Leasing, Inc.  
100 Federal Street  
Boston, Massachusetts 02110

A description of the railroad equipment covered by the enclosed document is: attached as Schedule 1 to the Bill of Sale.

Mr. Vernon A. Williams  
December 22, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/26/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 12/26/95 at 11:50AM , and  
assigned recordation number(s). 11951-E and 17530-B.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100902025)  
(0100902026)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MHC BILL OF SALE

RECORDATION NO. 11951-E

FILED 1425

DEC 26 1995 -11 50 AM

MASSACHUSETTS COMMERCE COMMISSION

Chemical Bank ("Seller"), a New York banking corporation, has certain rights to the Equipment (as defined below), as described in the Purchase Agreement, dated as of December 20, 1995 (the "Purchase Agreement"), between Seller and BancBoston Leasing Inc. ("Purchaser"), a Massachusetts corporation. Capitalized terms used and not otherwise defined herein shall bear the meanings given to such terms in the Purchase Agreement.

The units described in Schedule 1 hereto (the "Units") together with all parts installed on and additions and replacements made to any Unit and which are accessions to such Unit covered by § 11.2(3) of the Lease (the "Parts"; together with the Units, the "Equipment").

For and in consideration of One United States Dollar and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and to confirm and evidence the transfer of rights of ownership pursuant to the Purchase Agreement and the Assignment and Assumption Agreement, subject to the terms and conditions of the Transaction Documents, Seller does hereby sell, assign, transfer and deliver to Purchaser, and its successors and assigns, all right, title and interest of Seller, whether now or hereafter acquired, in and to the Equipment other than Seller's Reserved Rights.

Seller hereby warrants to Purchaser that there is hereby and by the Assignment and Assumption Agreement conveyed to Purchaser on the date hereof all of Seller's right, title and interest in the Equipment free and clear of Liens other than Seller Liens and Purchaser Liens.

[NO FURTHER TEXT ON THIS PAGE]

This MHC Bill of Sale is delivered to Purchaser by Seller in New York and is governed by the laws of the State of New York.

IN WITNESS WHEREOF, the Seller has caused this instrument to be duly executed this 21 day of December 1995.

CHEMICAL BANK

By: G.W. Brash, Jr.  
 Name: G.W. Brash, Jr.  
 Title: Managing Director

[Corporate Seal]

Attest:

Wanda J. Rennie  
 Title: ASSOCIATE

STATE OF NEW YORK)  
 ) ss.:  
 COUNTY OF NEW YORK)

On this 20 day of December, 1995, before me personally appeared G.W. Brash, Jr., to me personally known, who being by me duly sworn, says that (s)he is the Managing Director of Chemical Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Pamela R. Shiells  
 Notary Public

[Notarial Seal]  
 My commission expires November 30, 1997

PAMELA R. SHIELLS  
 Notary Public, State of New York  
 No. 4606793  
 Qualified in New York County  
 Commission Expires March 30, 1997  
 NJ

PURCHASE AGREEMENT  
[MHC / CONAGRA]  
between  
CHEMICAL BANK  
and  
BANCOSTON LEASING INC.

---

SCHEDULE 1  
MHC EQUIPMENT

---

MHC'S DESCRIPTION OF EQUIPMENT

OWNER'S INTEREST IN THE FOLLOWING:

292 100-ton 4750 cubic foot Hopper Cars, bearing car numbers  
as listed on the attached sheets, consisting of three pages

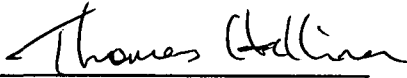
CAGX 700	CAGX 727	MILW 754	CAGX 781	CAGX 808
MILW 701	CAGX 728	CAGX 755	MILW 782	CAGX 809
CAGX 702	CAGX 729	CAGX 756	CAGX 783	MILW 810
CAGX 703	CAGX 730	CAGX 757	CAGX 784	CAGX 811
CAGX 704	CAGX 731	CAGX 758	MILW 785	MILW 812
CAGX 705	CAGX 732	CAGX 759	CAGX 786	
CAGX 706	CAGX 733	CAGX 760	CAGX 787	CAGX 814
CAGX 707	CAGX 734	CAGX 761	CAGX 788	MILW 815
CAGX 708	CAGX 735	CAGX 762	CAGX 789	CAGX 816
CAGX 709	CAGX 736	CAGX 763	CAGX 790	MILW 817
CAGX 710	CAGX 737	CAGX 764	CAGX 791	MILW 818
CAGX 711	CAGX 738	CAGX 765	CAGX 792	CAGX 819
CAGX 712	CAGX 739	MILW 766	CAGX 793	MILW 820
CAGX 713	MILW 740	CAGX 767	MILW 794	CAGX 821
CAGX 714	MILW 741	CAGX 768		CAGX 822
CAGX 715	MILW 742	CAGX 769	CAGX 796	CAGX 823
MILW 716	CAGX 743	CAGX 770	CAGX 797	
CAGX 717	CAGX 744	CAGX 771	CAGX 798	CAGX 825
CAGX 718	CAGX 745	CAGX 772	CAGX 799	MILW 826
CAGX 719	CAGX 746	CAGX 773	CAGX 800	CAGX 827
CAGX 720	CAGX 747	MILW 774	CAGX 801	CAGX 828
CAGX 721	CAGX 748	CAGX 775	CAGX 802	CAGX 829
CAGX 722	CAGX 749	CAGX 776	CAGX 803	CAGX 830
MILW 723	CAGX 750	CAGX 777	CAGX 804	CAGX 831
CAGX 724	CAGX 751	CAGX 778	CAGX 805	CAGX 832
CAGX 725	CAGX 752	CAGX 779	CAGX 806	CAGX 833
CAGX 726	CAGX 753	CAGX 780	CAGX 807	CAGX 834

CAGX 835	MILW 862	CAGX 889	MILW 916	CAGX 943
CAGX 836	CAGX 863		CAGX 917	CAGX 944
CAGX 837	CAGX 864	CAGX 891	CAGX 918	CAGX 945
CAGX 838	CAGX 865	CAGX 892	CAGX 919	CAGX 946
MILW 839	CAGX 866	CAGX 893	CAGX 920	CAGX 947
CAGX 840	CAGX 867	CAGX 894	CAGX 921	
MILW 841	MILW 868	MILW 895	CAGX 922	CAGX 949
CAGX 842	CAGX 869	MILW 896	MILW 923	CAGX 950
CAGX 843	CAGX 870	MILW 897	CAGX 924	
CAGX 844	CAGX 871	CAGX 898	CAGX 925	CAGX 952
CAGX 845	CAGX 872	CAGX 899	CAGX 926	CAGX 953
CAGX 846	CAGX 873	CAGX 900	CAGX 927	CAGX 954
MILW 847	CAGX 874	CAGX 901	CAGX 928	CAGX 955
MILW 848	CAGX 875	CAGX 902	CAGX 929	CAGX 956
MILW 849	CAGX 876	MILW 903	CAGX 930	CAGX 957
CAGX 850	CAGX 877	CAGX 904	CAGX 931	CAGX 958
CAGX 851	CAGX 878	CAGX 905	CAGX 932	CAGX 959
	CAGX 879	CAGX 906	CAGX 933	CAGX 960
CAGX 853	CAGX 880	CAGX 907	CAGX 934	CAGX 961
CAGX 854	CAGX 881	CAGX 908	CAGX 935	CAGX 962
CAGX 855		CAGX 909	MILW 936	CAGX 963
CAGX 856	CAGX 883	MILW 910	CAGX 937	CAGX 964
CAGX 857	CAGX 884	CAGX 911	CAGX 938	CAGX 965
MILW 858	CAGX 885	CAGX 912	CAGX 939	CAGX 966
CAGX 859	CAGX 886	CAGX 913	CAGX 940	MILW 967
CAGX 860	CAGX 887	CAGX 914	CAGX 941	CAGX 968
CAGX 861	CAGX 888	MILW 915	CAGX 942	CAGX 969



CAGX 970	CAGX 997			
CAGX 971	CAGX 998			
CAGX 972	CAGX 999			
CAGX 973				
CAGX 974				
MILW 975				
CAGX 976				
CAGX 977				
CAGX 978				
CAGX 979				
CAGX 980				
CAGX 981				
CAGX 982				
CAGX 983				
CAGX 984				
CAGX 985				
CAGX 986				
CAGX 987				
CAGX 988				
CAGX 989				
MILW 990				
CAGX 991				
CAGX 992				
CAGX 993				
CAGX 994				
CAGX 995				
CAGX 996				

Attached is a true and complete copy of the MHC Bill of Sale.

  
\_\_\_\_\_  
Thomas Hallinan  
December 20, 1995  
*et*